



Order Filed on May 17, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**
Caption in compliance with D.N.J. LBR 9004-1(b)

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Counsel for Susie Kim, Laura Crossen, and Janet Barth

In re:

BED BATH & BEYOND INC., *et al.*,³

Debtors.

Chapter 11

Case No. 23-13359 (VFP)

(Joint Administration Requested)

**STIPULATION AND CONSENT ORDER PERMITTING THE
ADVANCEMENT OF DEFENSE COSTS UNDER THE
DEBTORS' DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY**

The relief set forth on the following pages, numbered two (2) through five (5) is hereby

ORDERED.
DATED: May 17, 2024

A handwritten signature in black ink, appearing to read "Vincent F. Papalia".

Honorable Vincent F. Papalia
United States Bankruptcy Judge

³ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 650 Liberty Avenue, Union, New Jersey 07083.

This stipulation and consent order (the “Stipulation”) is made by and between Michael I. Goldberger as Plan Administrator (the “Plan Administrator”) for the debtors (the “Debtors”) in the above-captioned chapter 11 case, Zurich American Insurance Company (“Zurich” or the “Insurer”), and Susie Kim, Laura Crossen, and Janet Barth (collectively the “Insureds”), by and through their undersigned counsel, permitting the advancement of defense costs under Side A of the Directors & Officers Liability Insurance Policy No. 8702221-00 (the “D&O Policy”) issued by Zurich to debtor Bed Bath & Beyond, Inc (“BBBY”) to fund Defense Cost and other Loss (as each term is defined in the D&O Policy) incurred in connection with certain matters noticed in accordance with the D&O Policy. The Plan Administrator and Insureds stipulate, agree, and state as follows:

RECITALS

WHEREAS, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on April 23, 2023, in the United States Bankruptcy Court in the District of New Jersey (this “Court”);

WHEREAS, the Debtors continued to operate their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code;

WHEREAS, on July 20 & 21, 2023, the Debtors filed their Joint Plan of Reorganization (as subsequently amended, the “Plan”) ⁴ and the Disclosure Statement related thereto;

WHEREAS, on September 14, 2023, the Court entered an order approving the Disclosure Statement on final basis and confirming the Plan, and on September 29, 2023, the effective date of the Plan occurred and the Plan was consummated;

⁴ Capitalized terms not otherwise defined herein or in the D&O Policy shall have the meanings ascribed to them in the Plan.

WHEREAS, pursuant to the Plan, on the Effective Date, the Plan Administrator became the sole representative of the Wind-Down Debtors;

WHEREAS, at various times prior to April 23, 2023, the Insureds each served as officers of BBBY;

WHEREAS, under Side A the D&O Policy issued by Zurich to debtor BBBY to fund Defense Cost and other Loss incurred in connection with certain matters noticed in accordance with the D&O Policy as set forth in the chart below:

Insured's Name	Policy Number
Bed Bath & Beyond, Inc.	DOC 8702221-00

WHEREAS, for the policy period running from September 15, 2021 to September 2022 (the “Policy Period”), the Debtors maintained the D&O Policy issued by Zurich with an aggregate limit of liability of \$10,000,000 (the “Advancement Amount”) subject to the terms and conditions of the D&O Policy;

WHEREAS, the Insureds received discovery requests relating to their service as officers of BBBY which give rise to Defense Costs and other potential Loss which are covered under the D&O Policy;

WHEREAS, Zurich has agreed to advance the Defense Costs and other Loss of the Insureds under the D&O Policy pursuant to the D&O Policy's terms, subject to its reservation of rights and upon entry of an order of the Bankruptcy Court permitting such advancements;

WHEREAS, the Plan provides that after the Effective Date, the Plan Administrator shall not terminate or otherwise reduce the coverage under the D&O Policy in effect on the Effective Date, with respect to conduct occurring prior thereto, and all officers, directors, trustee, managers, and members of the Debtors who served in such capacity at any time before the Effective Date

shall be entitled in accordance with, and subject in all respects to, the terms and conditions of any applicable D&O Policy, which shall not be altered, to the full benefits of any such D&O Policy for the full term of such D&O Policy regardless of whether such officers, directors, trustees, managers, or members remain in such position after the Effective Date; and

WHEREAS, the Stipulation shall be without prejudice to any further requests from the Insureds to advance costs and expenses from the D&O Policy in connection with any other actions or claims covered by the D&O Policy.

STIPULATION

NOW, THEREFORE, in consideration of the foregoing recitals, it is hereby stipulated, consented, and agreed to by and among the Debtors and the Insureds effective upon the Court's approval and entry of this Stipulation that:

1. To the extent the automatic stay triggered by the commencement of the Chapter 11 Case would otherwise prohibit the payment under the D&O Policy, Zurich is authorized to make payments covered by the policy or subject to the policy for Defense Costs and other Loss (as defined in the D&O Policy) incurred by the Insureds. The automatic stay is hereby lifted, to the extent applicable and necessary, to effectuate the relief granted herein.

2. Payments made by Zurich under the D&O Policy pursuant to this Stipulation shall reduce the respective limits of liability of the applicable D&O Policy and shall not be considered a violation of the automatic stay, nor shall such proceeds be considered property of the Debtors' estates.

3. This Stipulation is without prejudice to the rights of any party with respect to the D&O Policy, other than with respect to the fees and costs advancement or reimbursed pursuant to the D&O Policy.

4. Nothing in this Stipulation constitutes (a) an admission as to the validity of any claim or cause of action against any of the Insureds; (b) a waiver of the Insureds' rights to dispute any claim or cause of action under applicable law or non-bankruptcy law; or (c) a waiver of the Insureds' rights under the Plan, the Bankruptcy Code or under any other applicable law. Any payment made pursuant to the Stipulation is not intended to be and should not be construed as an admission to the validity of any claim or cause of action or a waiver of the Insureds' rights in any respect.

5. The Insureds shall report to the Plan Administrator, on a monthly basis, the Defense Costs reimbursed and or paid in connection with Cleary Gottlieb Steen & Hamilton LLP's representation of the Insureds.

6. This Stipulation does not modify or alter any provision of the D&O Policy or the Plan.

7. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Stipulation shall be immediately effective and enforceable upon its entry. To the extent there is any conflict between the terms of this Stipulation and the Plan, the terms of the Plan control.

8. The Plan Administrator, Zurich, and the Insureds are authorized to take all actions necessary to effectuate the relief granted in this Stipulation.

9. This Court shall retain jurisdiction over all matters related to the implementation of this Stipulation.

Dated: May 9, 2024

**CLEARY GOTTlieb STEEN &
HAMILTON LLP**

/s/ Jeffery A. Rosenthal

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PACHULSKI STANG ZIEHL & JONES LLP

/s/ Robert J. Feinstein

Robert J. Feinstein (admitted *pro hac vice*)

Bradford J. Sandler

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Counsel for the Plan Administrator

In re:
Bed Bath & Beyond Inc.
Debtor

Case No. 23-13359-VFP
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-2
Date Rcvd: May 17, 2024

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The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 19, 2024:

Recip ID	Recipient Name and Address
db	+ Bed Bath & Beyond Inc., 650 Liberty Avenue, Union, NJ 07083-8107
aty	+ Casey McGushin, 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Jacob E. Black, Kirkland and Ellis LLP., 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Max M Freedman, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, IL 60654-5412

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
aty	^ MEBN	May 17 2024 20:27:41	Charles B. Sterrett, Kirkland & Ellis, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	^ MEBN	May 17 2024 20:27:53	Derek I. Hunter, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	May 17 2024 20:27:20	Emily E. Geier, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	May 17 2024 20:29:12	Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	May 17 2024 20:29:24	Michael A. Sloman, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	May 17 2024 20:29:14	Noah Z. Sosnick, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	May 17 2024 20:29:28	Olivia F. Acuna, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	May 17 2024 20:29:21	Richard U.S. Howell, P.C, KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	^ MEBN	May 17 2024 20:29:17	Ross Fiedler, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643

TOTAL: 9

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities

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in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 19, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 17, 2024 at the address(es) listed below:

Name	Email Address
A. Jeff Ifrah	on behalf of Interested Party Federal Insurance Company jeff@ifrahlaw.com
A.J. Webb	on behalf of Creditor Select Consolidated Management LLC awebb@fbtlaw.com, awebb@ecf.courtdrive.com
Aaron Applebaum	on behalf of Creditor CR Mount Pleasant LLC aaron.applebaum@us.dlapiper.com, aaron--applebaum--3547@ecf.pacerpro.com
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Alan J. Brody	on behalf of Creditor JPMorgan Chase Bank N.A. brody@gtlaw.com alan-brody-2138@ecf.pacerpro.com
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Alan Stuart Maza	on behalf of Interested Party Securites and Exchange Commission mazaa@sec.gov mazaa@sec.gov
Albert Anthony Ciardi, III	on behalf of Creditor The Anna Mscisz Trust aciardi@ciardilaw.com sfrizlen@ciardilaw.com;dtorres@ciardilaw.com
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Albert Anthony Ciardi, III	on behalf of Creditor Rainier Colony Place Acquisitions LLC aciardi@ciardilaw.com, sfrizlen@ciardilaw.com;dtorres@ciardilaw.com
Alexander F. Barth	on behalf of Creditor The Chen Liu and Shu Fen Lie Revocable Trust abarth@cohenseglias.com
Alexandria Nikolinos	on behalf of U.S. Trustee U.S. Trustee alexandria.nikolinos@usdoj.gov
Allen J Barkin	on behalf of Creditor LOGIXAL INC. abarkin@sbmesq.com sandyr@sbmesq.com
Allen Joseph Underwood, II	on behalf of Creditor 12535 SE 82nd AVE LLC aunderwood@litedepalma.com ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com
Allyson Stavis	

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Andy Winchell

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Andy Winchell

on behalf of Creditor Dong Koo Kim and Jong Ok Kim Trustees of the Dong Koo Kim and Jong Ok Kim Family Trust, dated
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Arthur Abramowitz

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Brittany B Falabella	on behalf of Creditor The Brink's Company bfalabella@hirschlerlaw.com rhenderson@hirschlerlaw.com
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Christopher Perez	on behalf of Unknown Role Type Luse Akdemir cp@hannaperez.com
Christopher D Loizides	on behalf of Interested Party NORTHWOODS III (SAN ANTONIO) LLC loizides@loizides.com, lisa.peters@kutakrock.com
Clayton Daniel Harvey	on behalf of Creditor Federal Heath Sign Company LLC clayton.harvey@faegredrinker.com
Colin R. Robinson	on behalf of Other Prof. Plan Administrator crobinson@pszjlaw.com
Colin R. Robinson	on behalf of Creditor Committee Official Committee Of Unsecured Creditors crobinson@pszjlaw.com
Conrad K. Chiu	on behalf of Transferee Evolution Credit Opportunity Master Fund II-B L.P. cchiu@pryorcashman.com
Courtney Brown	on behalf of Creditor CMR Limited Partnership cmbrown@vedderprice.com ecfnydocket@vedderprice.com,courtney-brown-3667@ecf.pacerpro.com
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Dana S. Plon	on behalf of Creditor Simsbury Commons LLC dplon@sirlinlaw.com
Dana S. Plon	on behalf of Creditor Middletown Shopping Center I L.P. dplon@sirlinlaw.com
Dana S. Plon	on behalf of Creditor Riverhead Centre Owners LLC dplon@sirlinlaw.com
Daniel Brogan	

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Daniel Stolz

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Daniel M Pereira

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